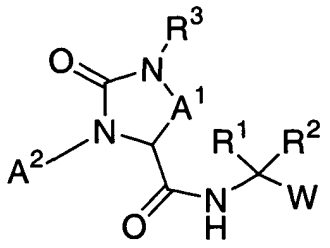
**Amendments t the claims**

1. (currently amended) A compound of Formula (I):



(I)

or a stereoisomer, or pharmaceutically acceptable salt form ~~or prodrug~~ thereof, wherein:

$A^1$ is $C_1$-$C_3$ alkylene substituted by 0-2 $C_1$-$C_4$ alkyl;

$A^2$ is ~~$-C(=O)R^{9b}$, $-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-CONHR^{9b}$, $-S(=O)_2NHR^{9b}$, $-C(=O)OR^{9b}$,~~

$-A^3-R^{9a}$;

~~$-A^3-A^4-R^{9a}$,~~

~~$-A^3-A^4-A^5-R^{9a}$; or~~

~~$-A^3-A^4-A^5-A^6-R^{9a}$,~~

W is ~~selected from the group:~~

$-B(OR^{26})(OR^{27})$,

~~$-C(=O)C(=O)-Q$,~~

~~$-C(=O)C(=O)NH-Q$,~~

~~$-C(=O)C(=O)-O-Q$,~~

~~$-C(=O)CF_2C(=O)NH-Q$,~~

~~$-C(=O)CF_3$,~~

~~$-C(=O)CF_2CF_3$,~~

~~$-C(=O)H$, and~~

~~$-C(=O)W^1$~~;

$W^1$ is $OR^8$ or $NR^{11}R^{11a}$;

Q is selected from the group:

$-(CR^{10}R^{10c})_m-Q^1$,

$-(CR^{10}R^{10c})_m-Q^2$,

$C_1$-$C_4$ alkyl substituted with $Q^1$,

$C_2$-$C_4$ alkenyl substituted with $Q^1$,

$C_2$-$C_4$ alkynyl substituted with $Q^1$,

an amino acid residue,

$-A^7-A^8$, and

$-A^7-A^8-A^9$;

m is 1, 2, 3, or 4;

$Q^1$ is selected from the group:

$-CO_2R^{11}$, $-SO_2R^{11}$, $-SO_3R^{11}$, $-P(O)_2R^{11}$, $-P(O)_3R^{11}$;

aryl substituted with 0-4 $Q^{1a}$; and

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-6 membered heterocyclic group is substituted with 0-4 $Q^{1a}$;

$Q^{1a}$ is H, F, Cl, Br, I, $NO_2$, CN, NCS, $CF_3$, $OCF_3$,

$-CO_2R^{19}$, $-C(=O)NR^{19}R^{19a}$, $-NHC(=O)R^{19}$, $-SO_2R^{19}$,

$-SO_2NR^{19}R^{19a}$, $-NR^{19}R^{19a}$, $-OR^{19}$, $-SR^{19}$, $C_1$-$C_4$ alkyl,

$C_1$-$C_4$ alkoxy, $C_1$-$C_4$ haloalkyl, or $C_1$-$C_4$ haloalkoxy;

$Q^2$ is $X-NR^{12}-Z$, $-NR^{12}-Y-Z$, or $-X-NR^{12}-Y-Z$;

X is $-C(=O)-$, $-S-$, $-S(=O)-$, $-S(=O)_2-$, $-P(O)-$, $-P(O)_2-$, or $-P(O)_3-$;

Y is $-C(=O)-$, $-S-$, $-S(=O)-$, $-S(=O)_2-$, $-P(O)-$, $-P(O)_2-$, or $-P(O)_3-$;

Z is selected from the group:

$C_1$-$C_4$ haloalkyl;

$C_1$-$C_4$ alkyl substituted with 0-3 $Z^a$;

$C_2$-$C_4$ alkenyl substituted with 0-3 $Z^a$;

$C_2$-$C_4$ alkynyl substituted with 0-3 $Z^a$;

$C_3$-$C_{10}$ cycloalkyl substituted with 0-5 $Z^b$;

aryl substituted with 0-5 $Z^b$;

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $Z^b$;

an amino acid residue;

$-A^7-A^8$, and

$-A^7-A^8-A^9$;

$Z^a$ is selected from the group:

H, F, Cl, Br, I, $NO_2$, CN, NCS, $CF_3$, $OCF_3$,

$-CO_2R^{20}$, $-C(=O)NR^{20}R^{20a}$, $-NHC(=O)R^{20}$, $-NR^{20}R^{20a}$,

~~$-OR^{20}$, $-SR^{20}$, $-S(=O)R^{20}$, $-SO_2R^{20}$, $-SO_2NR^{20}R^{20a}$, $-C_1-C_4$-alkyl, $C_1-C_4$-haloalkyl, $C_1-C_4$-haloalkoxy;~~

~~$C_3-C_{10}$-cycloalkyl substituted with 0-5 $Z^b$;~~

~~$C_3-C_{10}$-carbocyle substituted with 0-5 $Z^b$;~~

~~aryl substituted with 0-5 $Z^b$; and~~

~~5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $Z^b$;~~

~~$Z^b$ is selected from the group:~~

~~H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$,~~

~~$-CO_2R^{20}$, $-C(=O)NR^{20}R^{20a}$, $-NHC(=O)R^{20}$, $-NR^{20}R^{20a}$,~~

~~$-OR^{20}$, $-SR^{20}$, $-S(=O)R^{20}$, $-SO_2R^{20}$, $-SO_2NR^{20}R^{20a}$, $-C_1-C_4$-alkyl, $C_1-C_4$-haloalkyl, $C_1-C_4$-haloalkoxy;~~

~~$C_3-C_{10}$-cycloalkyl substituted with 0-5 $Z^e$;~~

~~$C_3-C_{10}$-carbocyle substituted with 0-5 $Z^e$;~~

~~aryl substituted with 0-5 $Z^e$; and~~

~~5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $Z^e$;~~

~~$Z^e$ is H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$,~~

~~$-CO_2R^{20}$, $-C(=O)NR^{20}R^{20a}$, $-NHC(=O)R^{20}$, $-NR^{20}R^{20a}$,~~

~~$-OR^{20}$, $-SR^{20}$, $-S(=O)R^{20}$, $-SO_2R^{20}$, $-SO_2NR^{20}R^{20a}$, $C_1$-$C_4$-alkyl, $C_1$-$C_4$-haloalkyl, or $C_1$-$C_4$-haloalkoxy;~~

$R^1$ is selected from the group: H, F;

$C_1$-$C_6$ alkyl substituted with 0-3 $R^{1a}$;

$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{1a}$;

$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{1a}$; and

$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{1a}$;

$R^{1a}$ is selected at each occurrence from the group:

Cl, F, Br, I, $CF_3$, $CHF_2$, OH, =O, SH, ~~$-CO_2R^{1b}$, $-SO_2R^{1b}$, $-SO_3R^{1b}$, $-P(O)_2R^{1b}$, $-P(O)_3R^{1b}$, $-C(=O)NHR^{1b}$, $-NHC(=O)R^{1b}$, $-SO_2NHR^{1b}$, $-OR^{1b}$, $-SR^{1b}$, $C_3$-$C_6$-cycloalkyl, $C_1$-$C_6$ alkoxy, $-S(C_1$-$C_6$-alkyl);~~

~~$C_1$-$C_4$-alkyl substituted with 0-3 $R^{1e}$;~~

~~aryl substituted with 0-5 $R^{1e}$;~~

~~$-O(CH_2)_n$-aryl substituted with 0-5 $R^{1e}$;~~

~~$-S(CH_2)_n$-aryl substituted with 0-5 $R^{1e}$; and~~

~~5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{1e}$;~~

~~n is 0, 1 or 2;~~

~~$R^{1b}$ is H;~~

~~$C_1$-$C_4$ alkyl substituted with 0-3 $R^{1e}$;~~

~~$C_2$-$C_4$ alkenyl substituted with 0-3 $R^{1e}$;~~

~~$C_2$-$C_4$ alkynyl substituted with 0-3 $R^{1e}$;~~

~~$C_3$-$C_6$ cycloalkyl substituted with 0-5 $R^{1e}$;~~

~~aryl substituted with 0-5 $R^{1e}$;~~

~~aryl-$C_1$-$C_4$ alkyl substituted with 0-4 $R^{1e}$; or~~

~~5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{1e}$;~~

~~$R^{1e}$ is selected at each occurrence from the group:~~

~~$C_1$-$C_4$ alkyl, Cl, F, Br, I, OH, SH, CN, $NO_2$, $OR^{1d}$, $C(=O)OR^{1d}$, $NR^{1d}R^{1d}$, $SO_2R^{1d}$, $SO_3R^{1d}$, $C(=O)NHR^{1d}$, $NHC(=O)R^{1d}$, $SO_2NHR^{1d}$, $CF_3$, $OCF_3$, $C_3$-$C_6$ cycloalkyl, phenyl, and benzyl;~~

~~$R^{1d}$ is selected at each occurrence from the group: H, $C_1$-$C_4$ alkyl, phenyl and benzyl;~~

$R^2$ is selected from the group: H, $C_1$-$C_4$ alkyl, $C_2$-$C_4$ alkenyl, $C_2$-$C_4$ alkynyl, $C_3$-$C_4$ cycloalkyl, and $C_3$-$C_4$ cycloalkyl($C_1$-$C_4$ alkyl)-;

~~alternatively, $R^1$ and $R^2$ can be combined to form a 4-7 membered cyclic group consisting of carbon atoms; substituted with 0-2 $R^{14}$;~~

$R^3$ is selected from the group: $R^4$,

$-(CH_2)_p-NH-R^4$,

$-(CH_2)_p-NHC(=O)-R^4$,

$-(CH_2)_p-C(=O)NH-R^4$,

$-(CH_2)_p-C(=O)O-R^4$,

$-(CH_2)_p-C(=O)C(=O)-R^4$,

$-(CH_2)_p-C(=O)C(=O)NH-R^4$,

$-(CH_2)_p-NHC(=O)NH-R^4$,

$-(CH_2)_p-NHC(=O)NHC(=O)-R^4$,

$-(CH_2)_p-NHS(=O)_2-R^4$,

$-(CH_2)_p-S(=O)_2NH-R^4$,

$-(CH_2)_p-C(=O)-R^4$,

$-(CH_2)_p-O-R^4$, and

$-(CH_2)_p-S-R^4$;

p is 0, 1, or 2;

$R^4$ is selected from the group:

$C_1$-$C_6$ alkyl substituted with 0-3 $R^{4a}$;

$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{4a}$;

$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{4a}$;

$C_3$-$C_{10}$ cycloalkyl substituted with 0-4 $R^{4b}$;

$C_3$-$C_{10}$ carbocycle substituted with 0-4 $R^{4b}$;

aryl substituted with 0-5 $R^{4b}$; and

aryl-$C_1$-$C_4$ alkyl substituted with 0-5 $R^{4b}$; ~~and~~

~~5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{4b}$;~~

$R^{4a}$ is, at each occurrence, independently selected from:

H, ~~F, Cl, Br, I, $NO_2$, CN, NCS, $CF_3$, $OCF_3$, =O, OH, $CO_2H$, $C(=NH)NH_2$, $CO_2R^{11}$, $C(=O)NR^{11}R^{11a}$, $NHC(=O)R^{11}$, $NR^{11}R^{11a}$, $OR^{11a}$, $SR^{11a}$, $C(=O)R^{11a}$, $S(=O)R^{11a}$, $SO_2R^{11}$, $SO_2NR^{11}R^{11a}$, $NHC(=NH)NHR^{11}$, $C(=NH)NHR^{11}$, $=NOR^{11}$, $NR^{11}C(=O)OR^{11a}$, $NR^{11}C(=O)NR^{11}R^{11a}$, $NR^{11}SO_2NR^{11}R^{11a}$, $NR^{11}SO_2R^{11a}$, $OP(O)(OR^{11})_2$;~~

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{4b}$;

$C_2$-$C_4$ alkenyl substituted with 0-3 $R^{4b}$;

$C_2$-$C_4$ alkynyl substituted with 0-3 $R^{4b}$;

$C_3$-$C_7$ cycloalkyl substituted with 0-4 $R^{4c}$;

$C_3$-$C_{10}$ carbocycle substituted with 0-4 $R^{4c}$; and

aryl substituted with 0-5 $R^{4c}$; ~~and~~

~~5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{4c}$;~~

$R^{4b}$ is, at each occurrence, independently selected from:

H, ~~F, Cl, Br, I, $NO_2$, CN, NCS, $CF_3$, $OCF_3$, =O, OH, $CO_2H$, $C(=NH)NH_2$, $CO_2R^{11}$, $C(=O)NR^{11}R^{11a}$, $NHC(=O)R^{11}$, $NR^{11}R^{11a}$, $OR^{11a}$, $SR^{11a}$, $C(=O)R^{11a}$, $S(=O)R^{11a}$, $SO_2R^{11}$, $SO_2NR^{11}R^{11a}$, $NHC(=NH)NHR^{11}$, $C(=NH)NHR^{11}$, $=NOR^{11}$, $NR^{11}C(=O)OR^{11a}$, $OC(=O)NR^{11}R^{11a}$, $NR^{11}C(=O)NR^{11}R^{11a}$, $NR^{11}SO_2NR^{11}R^{11a}$, $NR^{11}SO_2R^{11a}$, $OP(O)(OR^{11})_2$;~~

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{4c}$;

$C_2$-$C_4$ alkenyl substituted with 0-3 $R^{4c}$;

$C_2$-$C_4$ alkynyl substituted with 0-3 $R^{4c}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-4 $R^{4d}$; and

aryl substituted with 0-5 $R^{4d}$; ~~and~~

~~5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{4d}$;~~

$R^{4c}$ is, at each occurrence, independently selected from:

H, ~~F, Cl, Br, I, $NO_2$, CN, NCS, $CF_3$, $OCF_3$, =O, OH, $CO_2H$, $C(=NH)NH_2$, $CO_2R^{11}$, $C(=O)NR^{11}R^{11a}$, $NHC(=O)R^{11}$, $NR^{11}R^{11a}$, $OR^{11a}$, $SR^{11a}$, $C(=O)R^{11a}$, $S(=O)R^{11a}$, $SO_2R^{11}$, $SO_2NR^{11}R^{11a}$, $C_1$-$C_4$ haloalkyl, $C_1$-$C_4$ haloalkoxy;~~

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{4d}$;

$C_2$-$C_4$ alkenyl substituted with 0-3 $R^{4d}$;

$C_2$-$C_4$ alkynyl substituted with 0-3 $R^{4d}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-4 $R^{4d}$; and

aryl substituted with 0-5 $R^{4d}$; ~~and~~

~~5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{4d}$;~~

$R^{4d}$ is, at each occurrence, independently selected from:

H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, =O, OH, ~~$-CO_2H$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $C_1$-$C_4$-alkyl, $C_1$-$C_4$-alkoxy, $C_1$-$C_4$-haloalkyl, $C_1$-$C_4$-haloalkoxy, phenyl, and benzyl;~~

~~$R^8$ is H or $C_1$-$C_4$-alkyl;~~

$R^{9a}$ is selected from the group: H, ~~$-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-S(=O)_2NHR^{9b}$,~~ $-C(=O)R^{9b}$, $-C(=O)OR^{9b}$, $-C(=O)NHR^{9b}$, $-C(=O)NHC(=O)R^{9b}$;

$C_1$-$C_6$ alkyl substituted with 0-3 $R^{9c}$;

$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{9c}$;

$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{9c}$;

~~$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{9d}$;~~

~~$C_3$-$C_{14}$ carbocycle substituted with 0-4 $R^{9d}$;~~

~~aryl substituted with 0-5 $R^{9d}$; and~~

~~5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated;~~

~~and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{9d}$;~~

$R^{9b}$ is selected from the group: H;

$C_1$-$C_6$ alkyl substituted with 0-3 $R^{9c}$;

$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{9c}$;

$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{9c}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{9d}$;

$C_3$-$C_{14}$ carbocycle substituted with 0-4 $R^{9d}$; and

aryl substituted with 0-5 $R^{9d}$; ~~and~~

~~5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{9d}$;~~

$R^{9c}$ is selected from the group: ~~$CF_3$, $OCF_3$, Cl, F, Br, I, =O, OH, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, CN, $NO_2$;~~

$C_1$-$C_6$ alkyl substituted with 0-3 $R^{9d}$;

$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{9d}$;

$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{9d}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{9e}$;

$C_3$-$C_{14}$ carbocycle substituted with 0-4 $R^{9e}$; and

aryl substituted with 0-5 $R^{9e}$; ~~and~~

~~5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated;~~

~~and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{9e}$;~~

$R^{9d}$ is selected at each occurrence from the group:

~~$CF_3$, $OCF_3$, Cl, F, Br, I, =O, OH, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, CN, $NO_2$;~~

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{9e}$;

$C_1$-$C_4$ alkoxy substituted with 0-3 $R^{9e}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{9e}$; and

aryl substituted with 0-5 $R^{9e}$; ~~and~~

~~5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-6 membered heterocyclic group is substituted with 0-4 $R^{9e}$;~~

$R^{9e}$ is selected at each occurrence from the group:

$C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkoxy, $CF_3$, $OCF_3$, Cl, F, Br, I, =O, OH, phenyl, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, -CN, and $NO_2$;

~~$R^{10}$ is selected from the group: $CO_2R^{11}$, $NR^{11}R^{11a}$, and $C_1$-$C_6$ alkyl substituted with 0-1 $R^{10a}$;~~

~~$R^{10a}$ is selected from the group: halo, $NO_2$, CN, $CF_3$, $CO_2R^{11}$, $NR^{11}R^{11a}$, $OR^{11}$, $SR^{11}$, $C(=NH)NH_2$, and aryl substituted with 0-1 $R^{10b}$;~~

~~$R^{10b}$ is selected from the group: $-CO_2H$, $-NH_2$, -OH, -SH, and $-C(=NH)NH_2$;~~

~~$R^{10c}$ is H or $C_1$-$C_4$ alkyl;~~

~~alternatively, $R^{10}$ and $R^{10c}$ can be combined to form a $C_3$-$C_6$ cycloalkyl group substituted with 0-1 $R^{10a}$;~~

$R^{11}$ and $R^{11a}$ are, at each occurrence, independently selected from the group: H;

$C_1$-$C_6$ alkyl substituted with 0-3 $R^{11b}$;

$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{11b}$;

$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{11b}$;

$C_3$-$C_7$ cycloalkyl substituted with 0-3 $R^{11b}$;

aryl substituted with 0-3 $R^{11b}$; and

aryl($C_1$-$C_4$ alkyl)- substituted with 0-3 $R^{11b}$;

$R^{11b}$ is OH, $C_1$-$C_4$ alkoxy, F, Cl, Br, I, $NH_2$, or -NH($C_1$-$C_4$ alkyl);

~~$R^{12}$ is H or $C_1$-$C_4$ alkyl;~~

~~$R^{14}$ is $C_1$-$C_4$ alkyl or $C_2$-$C_4$ alkenyl;~~

~~$R^{19}$ and $R^{19a}$ are independently selected from the group: H, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ haloalkyl, aryl, aryl($C_1$-$C_4$ alkyl), $C_3$-$C_6$ cycloalkyl, and $C_3$-$C_6$ cycloalkyl($C_1$-$C_4$ alkyl);~~

~~alternatively, $NR^{19}R^{19a}$ may form a 5-6 membered heterocyclic group consisting of carbon atoms, a nitrogen atom, and optionally a second heteroatom selected from the group: O, S, and N;~~

~~$R^{20}$ and $R^{20a}$ are independently selected from the group: H, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ haloalkyl, aryl, aryl($C_1$-$C_4$ alkyl)-, $C_3$-$C_6$ cycloalkyl, and $C_3$-$C_6$ cycloalkyl($C_1$-$C_4$ alkyl)-;~~

~~alternatively, $NR^{20}R^{20a}$ may form a 5-6 membered heterocyclic group consisting of carbon atoms, a nitrogen atom, and optionally a second heteroatom selected from the group: O, S, and N;~~

$OR^{26}$ and $OR^{27}$ are independently selected from:

a) -OH,

b) ~~F,~~

~~c) $NR^{28}R^{29}$,~~

~~d)~~ $C_1$-$C_8$ alkoxy, and

when taken together, $OR^{26}$ and $OR^{27}$ form~~:~~

~~e)~~ a cyclic boronic ester where said cyclic boronic ester contains from 2 to 20 carbon atoms~~, and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O~~; and

~~f) a cyclic boronic amide where said boronic amide contains from 2 to 20 carbon atoms and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O; or~~

~~g) a cyclic boronic amide ester where said boronic amide ester contains from 2 to 20 carbon atoms and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;~~

~~$R^{28}$ and $R^{29}$, are independently selected from: H, $C_1$-$C_4$ alkyl, aryl($C_1$-$C_4$-alkyl), and $C_3$-$C_7$-cycloalkyl;~~

~~$A^3$, $A^4$, $A^5$, $A^6$, $A^7$, $A^8$, and $A^9$ are independently selected from an amino acid residue; and~~

~~an amino acid residue, at each occurence, independently comprises a natural amino acid, a modified amino acid or an unnatural amino acid wherein said natural, modified or unnatural amino acid is of either D or L configuration.~~ is valine.

**2.** (currently amended) A compound of Claim 1, or a stereoisomer, or a pharmaceutically acceptable salt form ~~or prodrug~~ thereof, wherein:

$A^1$ is $-CH_2-$ ~~or $-CH_2CH_2-$~~;

~~$A^2$ is $-C(=O)R^{9b}$, $-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-CONHR^{9b}$,~~
~~$-S(=O)_2NHR^{9b}$, $-C(=O)OR^{9b}$,~~
~~$-A^3-R^{9a}$,~~
~~$-A^3-A^4-R^{9a}$,~~
~~$-A^3-A^4-A^5-R^{9a}$, or~~
~~$-A^3-A^4-A^5-A^6-R^{9a}$,~~

~~W is selected from the group:~~
~~$-B(OR^{26})(OR^{27})$,~~
~~$-C(=O)C(=O)-Q$,~~
~~$-C(=O)C(=O)NH-Q$,~~
~~$-C(=O)C(=O)-O-Q$,~~

~~$-C(=O)CF_2C(=O)NH-Q$,~~

~~$-C(=O)CF_3$,~~

~~$-C(=O)CF_2CF_3$,~~

~~$-C(=O)H$, and~~

~~$-C(=O)W^1$;~~

~~$W^1$ is $OR^8$ or $-NR^{11}R^{11a}$;~~

~~Q is selected from the group:~~

~~$-(CR^{10}R^{10e})_m-Q^1$,~~

~~$C_1$-$C_4$ alkyl substituted with $Q^1$,~~

~~$C_2$-$C_4$ alkenyl substituted with $Q^1$, and~~

~~$C_2$-$C_4$ alkynyl substituted with $Q^1$;~~

~~m is 1 or 2;~~

~~$Q^1$ is selected from the group:~~

~~$-CO_2R^{11}$, $-SO_2R^{11}$, $-SO_3R^{11}$, $-P(O)_2R^{11}$, $-P(O)_3R^{11}$;~~

~~phenyl substituted with 0-4 $Q^{1a}$; and~~

~~5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-6 membered heterocyclic group is substituted with 0-4 $Q^{1a}$;~~

~~$Q^{1a}$ is H, F, Cl, Br, I, $NO_2$, CN, NCS, $CF_3$, $OCF_3$,~~

~~$-CO_2R^{19}$, $-C(=O)NR^{19}R^{19a}$, $-NHC(=O)R^{19}$, $-SO_2R^{19}$,~~

~~$-SO_2NR^{19}R^{19a}$, $-NR^{19}R^{19a}$, $-OR^{19}$, $-SR^{19}$, $C_1$-$C_4$ alkyl,~~

~~$C_1$-$C_4$-alkoxy, $C_1$-$C_4$-haloalkyl, or $C_1$-$C_4$-haloalkoxy;~~

$R^1$ is selected from the group: H, ~~F;~~

$C_1$-$C_6$ alkyl~~-substituted with 0-3 $R^{1a}$~~;

$C_2$-$C_6$ alkenyl~~-substituted with 0-3 $R^{1a}$~~; and

$C_2$-$C_6$ alkynyl~~-substituted with 0-3 $R^{1a}$~~; ~~and~~

~~$C_3$-$C_6$-cycloalkyl substituted with 0-3 $R^{1a}$;~~

~~$R^{1a}$ is selected at each occurrence from the group:~~

~~Cl, F, Br, I, $CF_3$, $CHF_2$, OH, =O, SH, $-CO_2R^{1b}$, $-SO_2R^{1b}$, $-SO_3R^{1b}$, $-P(O)_2R^{1b}$, $-P(O)_3R^{1b}$, $-C(=O)NHR^{1b}$, $-NHC(=O)R^{1b}$, $-SO_2NHR^{1b}$, $-OR^{1b}$, $-SR^{1b}$, $C_3$-$C_6$-cycloalkyl, $C_1$-$C_6$ alkoxy, $-S-(C_1$-$C_6$-alkyl);~~

~~$C_1$-$C_4$-alkyl substituted with 0-3 $R^{1c}$;~~

~~aryl substituted with 0-5 $R^{1c}$;~~

~~$-O-(CH_2)_n$-aryl substituted with 0-5 $R^{1c}$;~~

~~$-S-(CH_2)_n$-aryl substituted with 0-5 $R^{1c}$; and~~

~~5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{1c}$;~~

~~n is 0, 1 or 2;~~

~~$R^{1b}$ is H;~~

~~$C_1$-$C_4$-alkyl substituted with 0-3 $R^{1c}$;~~

~~$C_2$-$C_4$-alkenyl substituted with 0-3 $R^{1e}$;~~

~~$C_2$-$C_4$-alkynyl substituted with 0-3 $R^{1e}$;~~

~~$C_3$-$C_6$-cycloalkyl substituted with 0-5 $R^{1e}$;~~

~~aryl substituted with 0-5 $R^{1e}$;~~

~~aryl-$C_1$-$C_4$-alkyl substituted with 0-4 $R^{1e}$; or~~

~~5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{1e}$;~~

~~$R^{1e}$ is selected at each occurrence from the group:~~

~~$C_1$-$C_4$-alkyl, Cl, F, Br, I, OH, SH, CN, $NO_2$, $OR^{1d}$, $C(=O)OR^{1d}$, $NR^{1d}R^{1d}$, $SO_2R^{1d}$, $SO_3R^{1d}$, $C(=O)NHR^{1d}$, $NHC(=O)R^{1d}$, $SO_2NHR^{1d}$, $CF_3$, $OCF_3$, $C_3$-$C_6$-cycloalkyl, phenyl, and benzyl;~~

~~$R^{1d}$ is selected at each occurrence from the group: H, $C_1$-$C_4$-alkyl, phenyl and benzyl;~~

$R^2$ is ~~selected from the group: H, $C_1$-$C_4$-alkyl, $C_2$-$C_4$-alkenyl, $C_2$-$C_4$ alkynyl, $C_3$-$C_4$-cycloalkyl, and $C_3$-$C_4$-cycloalkyl($C_1$-$C_4$-alkyl)-~~;

~~alternatively, $R^1$ and $R^2$ can be combined to form a 4-7 membered cyclic group consisting of carbon atoms; substituted with 0-2 $R^{14}$;~~

$R^3$ is selected from the group: ~~$R^4$,~~

~~$-(CH_2)_p-NH-R^4$,~~

~~$-(CH_2)_p-NHC(=O)-R^4$,~~

~~$-(CH_2)_p-C(=O)NH-R^4$,~~

~~$-(CH_2)_p-C(=O)O-R^4$,~~

~~$-(CH_2)_p-C(=O)C(=O)-R^4$,~~

~~$-(CH_2)_p-C(=O)C(=O)NH-R^4$,~~

~~$-(CH_2)_p-NHC(=O)NH-R^4$,~~

~~$-(CH_2)_p-NHC(=O)NHC(=O)-R^4$,~~

~~$-(CH_2)_p-NHS(=O)_2-R^4$,~~

~~$-(CH_2)_p-S(=O)_2NH-R^4$,~~

~~$-(CH_2)_p-C(=O)-R^4$,~~

~~$-(CH_2)_p-O-R^4$, and~~

~~$-(CH_2)_p-S-R^4$,~~

$C_1$-$C_6$ alkyl substituted with phenyl,

$C_1$-$C_6$ alkenyl substituted with phenyl,

$-CH_2CONHPh$, and

(2-phenylquinolin-4-yl)methyl;

~~p is 0, 1, or 2;~~

~~$R^4$ is selected from the group:~~

~~$C_1$-$C_6$ alkyl substituted with 0-3 $R^{4a}$,~~

~~$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{4a}$,~~

~~$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{4a}$,~~

~~$C_3$-$C_{10}$ cycloalkyl substituted with 0-4 $R^{4b}$,~~

~~$C_3$-$C_{10}$ carbocycle substituted with 0-4 $R^{4b}$,~~

~~aryl substituted with 0-5 $R^{4b}$,~~

aryl-$C_1$-$C_4$-alkyl substituted with 0-5 $R^{4b}$; and

5-10-membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{4b}$;

$R^{4a}$ is, at each occurrence, independently selected from:

H, F, Cl, Br, I, $NO_2$, CN, NCS, $CF_3$, $OCF_3$,

=O, OH, $CO_2H$, $C(=NH)NH_2$, $CO_2R^{11}$, $C(=O)NR^{11}R^{11a}$,

$NHC(=O)R^{11}$, $NR^{11}R^{11a}$, $OR^{11a}$, $SR^{11a}$, $C(=O)R^{11a}$,

$S(=O)R^{11a}$, $SO_2R^{11}$, $SO_2NR^{11}R^{11a}$, $NHC(=NH)NHR^{11}$,

$C(=NH)NHR^{11}$, $=NOR^{11}$, $NR^{11}C(=O)OR^{11a}$,

$NR^{11}C(=O)NR^{11}R^{11a}$, $NR^{11}SO_2NR^{11}R^{11a}$, $NR^{11}SO_2R^{11a}$,

$OP(O)(OR^{11})_2$;

$C_1$-$C_4$-alkyl substituted with 0-3 $R^{4b}$;

$C_2$-$C_4$-alkenyl substituted with 0-3 $R^{4b}$;

$C_2$-$C_4$-alkynyl substituted with 0-3 $R^{4b}$;

$C_3$-$C_7$-cycloalkyl substituted with 0-4 $R^{4c}$;

$C_3$-$C_{10}$-carbocycle substituted with 0-4 $R^{4c}$;

aryl substituted with 0-5 $R^{4c}$; and

5-10-membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{4c}$;

$R^{4b}$ is, at each occurrence, independently selected from:

H, F, Cl, Br, I, $NO_2$, CN, NCS, $CF_3$, $OCF_3$, =O, OH, $CO_2H$, $C(=NH)NH_2$, $CO_2R^{11}$, $C(=O)NR^{11}R^{11a}$, $NHC(=O)R^{11}$, $NR^{11}R^{11a}$, $OR^{11a}$, $SR^{11a}$, $C(=O)R^{11a}$, $S(=O)R^{11a}$, $SO_2R^{11}$, $SO_2NR^{11}R^{11a}$, $NHC(=NH)NHR^{11}$, $C(=NH)NHR^{11}$, $=NOR^{11}$, $NR^{11}C(=O)OR^{11a}$, $OC(=O)NR^{11}R^{11a}$, $NR^{11}C(=O)NR^{11}R^{11a}$, $NR^{11}SO_2NR^{11}R^{11a}$, $NR^{11}SO_2R^{11a}$, $OP(O)(OR^{11})_2$;

$C_1$-$C_4$-alkyl substituted with 0-3 $R^{4e}$;

$C_2$-$C_4$-alkenyl substituted with 0-3 $R^{4e}$;

$C_2$-$C_4$-alkynyl substituted with 0-3 $R^{4e}$;

$C_3$-$C_6$-cycloalkyl substituted with 0-4 $R^{4d}$;

aryl substituted with 0-5 $R^{4d}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{4d}$;

$R^{4e}$ is, at each occurrence, independently selected from:

H, F, Cl, Br, I, $NO_2$, CN, NCS, $CF_3$, $OCF_3$, =O, OH, $CO_2H$, $C(=NH)NH_2$, $CO_2R^{11}$, $C(=O)NR^{11}R^{11a}$, $NHC(=O)R^{11}$, $NR^{11}R^{11a}$, $OR^{11a}$, $SR^{11a}$, $C(=O)R^{11a}$, $S(=O)R^{11a}$, $SO_2R^{11}$, $SO_2NR^{11}R^{11a}$,

$C_1$-$C_4$-haloalkyl, $C_1$-$C_4$-haloalkoxy;

$C_1$-$C_4$-alkyl substituted with 0-3 $R^{4d}$;

$C_2$-$C_4$-alkenyl substituted with 0-3 $R^{4d}$;

$C_2$-$C_4$-alkynyl substituted with 0-3 $R^{4d}$;

$C_3$-$C_6$-cycloalkyl substituted with 0-4 $R^{4d}$;

aryl substituted with 0-5 $R^{4d}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 $R^{4d}$;

$R^{4d}$ is, at each occurrence, independently selected from:

H, F, Cl, Br, I, $NO_2$, CN, NCS, $CF_3$, $OCF_3$, =O, OH, $CO_2H$, $CO_2R^{11}$, $C(=O)NR^{11}R^{11a}$, $NHC(=O)R^{11}$, $NR^{11}R^{11a}$, $OR^{11a}$, $SR^{11a}$, $C(=O)R^{11a}$, $S(=O)R^{11a}$, $SO_2R^{11}$, $SO_2NR^{11}R^{11a}$, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkoxy, $C_1$-$C_4$ haloalkyl, $C_1$-$C_4$ haloalkoxy, phenyl, and benzyl;

$R^8$ is H or $C_1$-$C_4$ alkyl;

$R^{9a}$ is selected from the group: H, $S(=O)R^{9b}$, $S(=O)_2R^{9b}$, $S(=O)_2NHR^{9b}$, $C(=O)R^{9b}$, $C(=O)OR^{9b}$, $C(=O)NHR^{9b}$, $C(=O)NHC(=O)R^{9b}$;

$C_1$-$C_6$ alkyl substituted with 0-3 $R^{9e}$;

$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{9e}$;

$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{9e}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{9d}$;

$C_3$-$C_{14}$ carbocycle substituted with 0-4 $R^{9d}$;

aryl substituted with 0-5 $R^{9d}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated;

and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{9d}$;

$R^{9b}$ is selected from the group: H;

$C_1$-$C_6$ alkyl substituted with 0-3 $R^{9e}$;

$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{9e}$;

$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{9e}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{9d}$;

$C_3$-$C_{14}$ carbocycle substituted with 0-4 $R^{9d}$;

aryl substituted with 0-5 $R^{9d}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{9d}$;

$R^{9e}$ is selected from the group: $CF_3$, $OCF_3$, Cl, F, Br, I, =O, OH, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, CN, $NO_2$;

$C_1$-$C_6$ alkyl substituted with 0-3 $R^{9d}$;

$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{9d}$;

$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{9d}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{9e}$;

$C_3$-$C_{14}$ carbocycle substituted with 0-4 $R^{9e}$;

aryl substituted with 0-5 $R^{9e}$; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated;

and said 5-10 membered heterocyclic group is substituted with 0-4 $R^{9e}$;

$R^{9d}$ is selected at each occurrence from the group:

$CF_3$, $OCF_3$, Cl, F, Br, I, =O, OH, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, CN, $NO_2$;

$C_1$-$C_4$ alkyl substituted with 0-3 $R^{9e}$;

$C_1$-$C_4$ alkoxy substituted with 0-3 $R^{9e}$;

$C_3$-$C_6$ cycloalkyl substituted with 0-3 $R^{9e}$;

aryl substituted with 0-5 $R^{9e}$; and

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-6 membered heterocyclic group is substituted with 0-4 $R^{9e}$;

$R^{9e}$ is selected at each occurrence from the group:

$C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkoxy, $CF_3$, $OCF_3$, Cl, F, Br, I, =O, OH, phenyl, $C(O)OR^{11}$, $NH_2$, $NH(CH_3)$, $N(CH_3)_2$, CN, and $NO_2$;

$R^{10}$ is selected from the group: $CO_2R^{11}$, $NR^{11}R^{11a}$, and $C_1$-$C_6$ alkyl substituted with 0-1 $R^{10a}$;

$R^{10a}$ is selected from the group: halo, $NO_2$, CN, $CF_3$, $CO_2R^{11}$, $NR^{11}R^{11a}$, $OR^{11}$, $SR^{11}$, $C(=NH)NH_2$, and aryl substituted with 0-1 $R^{10b}$;

$R^{10b}$ is selected from the group: $-CO_2H$, $-NH_2$, -OH, -SH, and $-C(=NH)NH_2$;

$R^{10c}$ is H or $C_1$-$C_4$ alkyl;

alternatively, $R^{10}$ and $R^{10c}$ can be combined to form a $C_3$-$C_6$ cycloalkyl group substituted with 0-1 $R^{10a}$;

$R^{11}$ and $R^{11a}$ are, at each occurrence, independently selected from the group: H;

$C_1$-$C_6$ alkyl substituted with 0-3 $R^{11b}$;

$C_2$-$C_6$ alkenyl substituted with 0-3 $R^{11b}$;

$C_2$-$C_6$ alkynyl substituted with 0-3 $R^{11b}$;

$C_3$-$C_7$ cycloalkyl substituted with 0-3 $R^{11b}$;

aryl substituted with 0-3 $R^{11b}$; and

aryl($C_1$-$C_4$ alkyl)- substituted with 0-3 $R^{11b}$;

$R^{11b}$ is OH, $C_1$-$C_4$ alkoxy, F, Cl, Br, I, $NH_2$, or $-NH(C_1$-$C_4$ alkyl);

$R^{12}$ is H or $C_1$-$C_4$ alkyl;

$R^{14}$ is $C_1$-$C_4$ alkyl or $C_2$-$C_4$ alkenyl;

$R^{19}$ and $R^{19a}$ are independently selected from the group: H, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ haloalkyl, aryl, aryl($C_1$-$C_4$ alkyl), $C_3$-$C_6$ cycloalkyl, and $C_3$-$C_6$ cycloalkyl($C_1$-$C_4$ alkyl);

~~alternatively, $NR^{19}R^{19a}$ may form a 5-6 membered heterocyclic group consisting of carbon atoms, a nitrogen atom, and optionally a second heteroatom selected from the group: O, S, and N;~~

and

$OR^{26}$ and $OR^{27}$ ~~are independently selected from:~~

~~a) OH,~~

~~b) F,~~

~~c) $NR^{28}R^{29}$,~~

~~d) $C_1$-$C_8$ alkoxy, and~~

when taken together~~, $OR^{26}$ and $OR^{27}$~~ form:

~~c) a cyclic boronic ester where said cyclic boronic ester contains from 2 to 20 carbon atoms, and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O~~ pinanediol.~~;~~

~~$R^{28}$ and $R^{29}$, are independently selected from: H, $C_1$-$C_4$ alkyl, aryl($C_1$-$C_4$ alkyl)-, and $C_3$-$C_7$ cycloalkyl;~~

~~$A^3$, $A^4$, $A^5$, and $A^6$, are independently selected from an amino acid residue; and~~

~~an amino acid residue, at each occurence, independently comprises a natural amino acid, a modified amino acid or an unnatural amino acid wherein said natural, modified or unnatural amino acid is of either D or L configuration.~~

**3.** (canceled)

**4.** (canceled)

**5.** (canceled)

**6.** (canceled)

**7.** (currently amended) A compound of Claim 1, or a stereoisomer or a pharmaceutically acceptable salt form ~~or prodrug~~ thereof, selected from~~:~~ the group consisting of

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-{(2*S*)-3-methyl-2-[(phenylacetyl)-amino]-butanoyl}-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

*tert*-butyl (1*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}amino)carbonyl]-2-oxo-3-(3-phenylpropyl)imidazolidinyl]carbonyl}-2-methylpropylcarbamate;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-{(2*S*)-2-[(anilinocarbonyl)amino]-3-methylbutanoyl}-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-{(2*S*)-2-[(9*H*-fluoren-1-ylcarbonyl)amino]-3-methylbutanoyl}-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-((2*S*)-2-{[(4-

methoxyphenyl)acetyl]amino}-3-methylbutanoyl)-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]-3-butenyl}-3-{(2*S*)-2-[(9*H*-fluoren-1-ylcarbonyl)amino]-3-methylbutanoyl}-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

9*H*-fluoren-9-ylmethyl (1*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}amino)carbonyl]-2-oxo-3-(3-phenylpropyl)imidazolidinyl]carbonyl}-2-methylpropylcarbamate;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-((2*S*)-3-methyl-2-{[3-(trifluoromethyl)benzyl]amino}butanoyl)-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-{(2*S*)-2-[([1,1'-biphenyl]-4-ylmethyl)amino]-3-methylbutanoyl}-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

9*H*-fluoren-9-ylmethyl (1*S*)-1-({(5*S*)-5-[({(1*R*)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}amino)carbonyl]-2-oxo-3-[(2-phenyl-4-quinolinyl)methyl]imidazolidinyl}carbonyl)-2-methylpropylcarbamate;

*N*-((1*S*)-1-{[(5*S*)-5-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-amino)carbonyl]-2-oxo-3-(3-phenylpropyl)imidazolidinyl]carbonyl}-2-methylpropyl)-2-chloronicotinamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-{(2*S*)-2-[(4-butylbenzoyl)amino]-3-methylbutanoyl}-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

isobutyl (1*S*)-1-{[(5*S*)-5-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}amino)carbonyl]-2-oxo-3-(3-phenylpropyl)imidazolidinyl]carbonyl}-2-methylpropylcarbamate;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-((2*S*)-2-{[(benzoylamino)carbonyl]amino}-3-methylbutanoyl)-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-[(2*S*)-3-methyl-2-(1-naphthoylamino)butanoyl]-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-[(2*S*)-2-(acetylamino)-3-methylbutanoyl]-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-[(2*S*)-2-(benzoylamino)-3-methylbutanoyl]-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

benzyl (5*S*)-5-[({(1*R*)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]-3-butenyl}amino)carbonyl]-2-oxo-3-[(2*E*)-3-phenyl-2-propenyl]-1-imidazolidinecarboxylate; and

benzyl (5*S*)-5-[({(1*R*)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]-3-butenyl}amino)carbonyl]-3-(2-anilino-2-oxoethyl)-2-oxo-1-imidazolidinecarboxylate.

**7.** (currently amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt form ~~or prodrug~~ thereof.

**8.** (canceled)

**9.** (canceled)

**10.** (canceled)

**11.** (canceled)

**12.** (canceled)

13. (canceled)

14. (previously canceled)

15. (previously canceled)

16. (previously canceled)

17. (previously canceled)

18. (previously canceled)

19. (previously canceled)

20. (previously canceled)

21. (previously canceled)